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October 23, 2007

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
Office of the Secretary
445 12th Street, SW
Washington, DC 20554

Re: *In the Matter of the Application of PAETEC Holding Corp. and McLeodUSA Incorporated for Approval to Transfer Control of Domestic and International Section 214 Authorizations Held by McLeodUSA Telecommunications Services, Inc.*

Dear Ms. Dortch:

On behalf of PAETEC Holding Corp. ("PAETEC") and McLeodUSA Incorporated ("McLeodUSA Parent"), this filing transmits in electronic form a complete copy of the above referenced application, which is hereby amended to include the following: (1) a replacement page 16, which bears the signature of outside counsel to McLeodUSA Parent; (2) the certification of McLeodUSA Parent; and (3) the certification of PAETEC.

Respectfully submitted,

Grace R. Chiu

Counsel to PAETEC Holding Corp.

Attachment
cc (via email):
Nicholas Degani (WCB)
JT Ambrosi (PAETEC)
William A. Haas (McLeodUSA)
Brett C. Ferenchak (Bingham)

STAMP AND RETURN

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

FCC/MELLON OCT 04 2007

In the Matter of the Application of **PAETEC Holding Corp.**, Transferee, and **McLeodUSA Incorporated**, Transferor, Joint Application for Approval to Transfer Control of Domestic and International Section 214 Authorizations Held by McLeodUSA Telecommunications Services, Inc.	File No. ITC-T/C-2007-__________ WC Docket No. 07-____________

JOINT APPLICATION FOR TRANSFER OF CONTROL

I. INTRODUCTION

A. Summary of Transaction

PAETEC Holding Corp. ("PAETEC") and McLeodUSA Incorporated ("McLeodUSA Parent") (together, the "Applicants"), through the undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the "Act"), and Sections 63.04 and 63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request approval to transfer control of domestic and international Section 214 authorizations held by McLeodUSA Telecommunications Services, Inc. ("McLeodUSA" or "Licensee"), as identified in Section V of this Application, from McLeodUSA Parent to PAETEC (the "Transfer of Control").

The Transfer of Control will result from PAETEC's proposed acquisition of McLeodUSA Parent through the merger of McLeodUSA Parent with a newly formed subsidiary of PAETEC. Corporate organization charts depicting the respective corporate structure of PAETEC and McLeodUSA Parent prior to and following the acquisition are attached hereto as Exhibit A.

Although PAETEC's acquisition of McLeodUSA Parent will result in a change in the ultimate ownership and control of McLeodUSA, no transfer of Section 214 authorization, assets or customers will occur as a result of the Transfer of Control. The Transfer of Control will therefore be transparent to the customers of McLeodUSA.

B. Application Eligible for Streamlined Processing

This Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03, 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the consummation of the transaction: (1) Applicants and their affiliates (as defined in Section 3(1) of the Act, hereafter "Affiliates"), will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide competitive telephone exchange services or exchange access services only in geographic areas served by a dominant local exchange carrier (none of which is a party to the transaction); and (3) neither of the Applicants nor any of their respective Affiliates is dominant with respect to any service.

(Response to Question 20) With respect to international authority, this application is eligible for streamlined processing pursuant to Section 63.12(a) and (b) because: (1) neither of the Applicants nor any of their respective Affiliates is affiliated with a foreign carrier in any destination market; and (2) neither of the Applicants nor any of their respective Affiliates is affiliated with any dominant U.S. carrier whose services Applicants seeks authority to resell.

II. DESCRIPTION OF THE APPLICANTS

A. PAETEC Holding Corp. (Transferee)

PAETEC is a publicly traded Delaware corporation (NASDAQ GS: PAET) headquartered in Fairport, New York. Through its operating subsidiaries, PAETEC provides innovative communications solutions to medium-sized and large businesses and institutions through a comprehensive line of telecommunications and Internet services, enterprise communications management software, security solutions, and managed services. PAETEC's personalized solutions include a comprehensive suite of Voice over Internet Protocol (VoIP) services delivered over its Private-IP MPLS network.

Formed in 1998, PAETEC today serves more than 45,000 core business customers in major metropolitan areas in 24 states. With more than 2.65 million access line equivalents in service as of June 30, 2007, and nearly a decade of operations as a competitive communications provider, PAETEC possesses the qualifications necessary to acquire control of McLeodUSA. Additional information may be found at www.PAETEC.com.

B. McLeodUSA Incorporated (Transferor)

McLeodUSA Parent is a privately held company headquartered in the Cedar Rapids, Iowa metropolitan area. McLeodUSA Parent currently owns and operates, through its operating subsidiaries, an extensive high-capacity fiber network that spans 20 Midwest, Southwest, Northwest, and Rocky Mountain states. This fiber network contains approximately 13,000 intercity route miles and approximately 4,000 metro route miles. Through its operating subsidiaries, McLeodUSA Parent provides managed IP-based communications services to small and medium-sized enterprises, and traditional circuit-switched telephony services to commercial customers in these states. McLeodUSA Parent delivers a wide variety of broadband IP-based voice and data solutions, targeting primarily small and medium-sized enterprises and multilocation commercial customers. Further information regarding McLeodUSA Parent is available at www.McLeodUSA.com.

C. McLeodUSA Telecommunications Services, Inc. (Licensee)

McLeodUSA is an Iowa corporation with principal offices at One Martha's Way, Hiawatha, Iowa 52233. McLeodUSA provides integrated communications services, including local services, primarily in 20 Midwest, Southwest, Northwest, and Rocky Mountain states. McLeodUSA is a wholly owned subsidiary of McLeodUSA Holdings, Inc. which, in turn, is a wholly owned subsidiary of McLeodUSA Parent.

McLeodUSA is authorized to provide resold and/or facilities-based telecommunications services in 48 states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. In addition, McLeodUSA is authorized by the Commission to provide international and domestic interstate telecommunications services as a nondominant carrier.

III. DESCRIPTION OF THE TRANSACTION (*Response to Question 13*)

The Transfer of Control will result from PAETEC's proposed acquisition of McLeodUSA Parent. More specifically, PAETEC and McLeodUSA Parent recently entered into an Agreement and Plan of Merger ("Agreement") dated as of September 17, 2007, whereby a newly created subsidiary of PAETEC will merge with McLeodUSA Parent, with McLeodUSA surviving. As a result of the merger, McLeodUSA Parent will become a direct, wholly owned subsidiary of PAETEC, and McLeodUSA will become an indirect, wholly owned subsidiary of PAETEC. For the Commission's convenience, corporate organization charts depicting the respective corporate structure of PAETEC and McLeodUSA Parent prior to and following the acquisition are attached hereto as Attachment 2.

Under the terms of the Agreement, which was unanimously approved by the boards of directors of both companies, PAETEC will acquire McLeodUSA Parent in an all-stock merger for approximately $557 million. The merger price consists of approximately $492 million in PAETEC common stock and approximately $65 million in net debt assumption. Upon closing, McLeodUSA Parent shareholders will receive 1.30 shares of PAETEC common stock for every share of McLeodUSA Parent common stock they own.[1] Taking into account outstanding rights to acquire shares in PAETEC in the future, PAETEC shareholders will own approximately 75% of PAETEC and McLeodUSA Parent shareholders will own approximately 25% of PAETEC. Immediately following consummation of the merger, no person or entity will directly or indirectly own 10% or more of the equity of PAETEC. In addition, PAETEC will have no foreign carrier affiliations.

The all-stock structure of the transaction is expected to enhance PAETEC's financial position by reducing PAETEC's ratio of debt to adjusted EBITDA[2] from the current level of 3.9x to an estimated ratio of 2.9x upon the closing of the transaction. McLeodUSA Parent's outstanding $104 million in aggregate principal amount of senior secured notes will be repaid at closing.

[1] Approximately 40 million shares of PAETEC common stock will be issued to holders of currently outstanding McLeodUSA Parent stock. PAETEC currently has approximately 102.1 million shares of common stock outstanding. McLeodUSA Parent's employee stock options, of which 2.7 million are outstanding, will be converted into options to purchase PAETEC shares, to the extent not exercised before closing.

[2] Adjusted EBITDA, which represents earnings before interest, taxes, depreciation, amortization, and other charges, includes $30 million of run-rate synergies and excludes $6.5 million of one-time costs associated with PAETEC's acquisition of US LEC Corp. on February 28, 2007.

After the closing, Arunas A. Chesonis will remain Chairman and Chief Executive Officer of PAETEC. Keith Wilson, Chief Financial Officer of PAETEC, and EJ Butler, Jr., Chief Operating Officer of PAETEC, will also remain in their respective roles. PAETEC will continue to be headquartered in Fairport, New York, and will maintain McLeodUSA Parent's operations in Cedar Rapids, Iowa, and other significant regional centers, including Tulsa, Oklahoma. After the closing of the transaction, PAETEC's current board of directors will add one director to be designated by certain principal stockholders of McLeodUSA Parent.

The proposed merger does not involve the assignment of any Section 214 authorization nor does it involve the transfer of any customers between the operating subsidiaries of PAETEC and those of McLeodUSA Parent. Immediately following consummation of the merger, the Section 214 authorizations (which are identified in Applicants' response to Section 63.18(d) of the Commission's Rules (see Section V, below)) will remain held by the same entities that held these authorizations prior to consummation of the transaction. McLeodUSA will continue to provide services to its existing customers with no change in the rates or terms and conditions of service as a result of the merger. Accordingly, the Transfer of Control will be transparent to McLeodUSA customers in terms of the services they receive.

The transaction is subject to approval by both PAETEC and McLeodUSA Parent shareholders, the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, regulatory approval in the states where the combined company will operate, and satisfaction of other customary closing conditions.

IV. PUBLIC INTEREST CONSIDERATIONS

PAETEC's proposed acquisition of McLeodUSA Parent will serve the public interest by creating one of the largest nationwide competitive communications service providers focusing on business customers. With this acquisition, PAETEC will add network assets including 17,000 fiber-route miles and increase its total number of switches to 116. The geographic network coverage of PAETEC and McLeodUSA Parent are highly complementary, with only one state overlapping in terms of their respective local exchange footprint. PAETEC will add 18 states to its footprint, including such key markets as Cleveland, Dallas, Denver, Detroit, Houston, Phoenix, and Seattle. The combined company expects to have approximately 3.4 million access line equivalents in service and a local presence in 47 of the top 50 Metropolitan Statistical Areas (MSAs) in the country in 2008. It will offer business customers a compelling alternative to legacy carriers through the combined footprint of Applicants, a comprehensive suite of business services, and an extensive switching and fiber network.

The complementary strengths, product sets, and geographic footprints of the two companies should position PAETEC to realize substantial cost savings and achieve synergies[3] that are expected ultimately to strengthen the ability of Applicants' respective operating subsidiaries, including McLeodUSA, to enhance their respective service offerings and provide more advanced telecommunications services to a broader customer base. The operating subsidiaries will also benefit from the combined managerial and operational expertise of both PAETEC and McLeodUSA Parent. Applicants share a commitment to building and maintaining solid relationships with their customers. Both PAETEC and McLeodUSA Parent believe that

[3] The transaction will create a company with an estimated $2.7 billion enterprise value that is expected to produce cost synergies of approximately $20 million in the first year following the closing, and run-rate synergies of approximately $30 million during the second year post-closing. For the twelve months ended June 30, 2007, on a pro forma basis, the combined company generated approximately $1.6 billion in revenue and $263 million in adjusted EBITDA, including $30 million in synergies.

success is built by providing excellent service to every customer. The proposed transaction, therefore, will enable the combined company to strengthen the competitive position of their respective operating subsidiaries to the ultimate benefit of customers in all markets that the combined company will serve.

As stated above, no assignment of Section 214 authorization and no transfer of assets or customers will occur as a result of the Transfer of Control. Immediately following consummation of the merger, McLeodUSA will continue to provide service to its customers pursuant to its existing Section 214 authorization with no change in the rates or terms and conditions of service as currently provided. The Transfer of Control will therefore be transparent to McLeodUSA's customers in terms of the services they currently receive.

In sum, the combination of PAETEC and McLeodUSA Parent is expected to create substantial opportunities for customers of both companies and provide shareholders with significant value, which will ultimately enhance the quality and variety of telecommunications products and services offered to businesses and other consumers. Grant of this Application therefore will serve the public interest, convenience and necessity.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(2) of the Commission's Rules, 47 C.F.R. § 63.24(e)(2), Applicants submit the following information required under paragraphs(a) through(d) and (h) through (p) of Section 63.18 in support of this Application:

63.18(a) Name, address and telephone number of each Applicant

Transferee:

PAETEC Holding Corp.
One PAETEC Plaza
600 Willow Brook Office Park
Fairport, New York 14450
(877) 340-2600

Transferor:

McLeodUSA Incorporated
One Martha's Way
Hiawatha, Iowa 52233
(319) 790-7800

Licensee:

McLeodUSA Telecommunications Services, Inc.
One Martha's Way
Hiawatha, Iowa 52233
(319) 790-7800

63.18(b) Jurisdiction of Organization

Transferee: PAETEC is a corporation organized under the laws of the State of Delaware.

Transferor: McLeodUSA Parent is a corporation organized under the laws of the State of Delaware.

Licensee: McLeodUSA is a corporation organized under the laws of the State of Iowa.

63.18(c) ***(Answer to Question 10)***

Correspondence concerning this Application should be sent to:

For Transferee:

Tony S. Lee
Grace R. Chiu
Venable LLP
575 7th Street, N.W.
Washington, D.C. 20004
Tel: (202) 344-4000
Fax: (202) 344-8300
Email: TSLee@Venable.com
GRChiu@Venable.com

For Transferor:

Jean L. Kiddoo
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
Tel: (202) 373-6000
Fax: (202) 373-6001
Email: jean.kiddoo@bingham.com
brett.ferenchak@bingham.com

with a copy to:

William A. Haas
Vice President and Deputy General Counsel
McLeodUSA Incorporated
1 Martha's Way
Hiawatha, Iowa 52233
Tel: (319) 790-7295
Fax: (319) 790-7901
Email: WHaas@McLeodUSA.com

63.18(d) *(Answer to Question 10)*

Transferee: PAETEC itself does not hold any domestic or international Section 214 authority. The following operating subsidiaries of PAETEC hold international Section 214 authorization (in addition to blanket domestic Section 214 authority), as follows:

	Section 214 Authorization File No. /Authorized Entity	Entity FRN
1.	**ITC-214-19980925-00658** *Global facilities-based and/or global resale service*	
	PAETEC Communications, Inc.	0003744869
2.	**ITC-214-19970220-00101** *Global resale services*	
	US LEC of North Carolina Inc.	0004987707
3.	**ITC-214-19970929-00589** *Global resale services*	
	US LEC of Georgia Inc.	0004987848
	US LEC of Tennessee Inc.	0004987723
	US LEC of Virginia L.L.C.	0004987764
	US LEC of Florida Inc.	0004987814
	US LEC of South Carolina Inc.	0004987780
4.	**ITC-214-19990303-00104** *Global or limited global facilities-based and resale services*	
	US LEC Corp.	0003721396
	US LEC of Alabama Inc.	
	US LEC of Maryland Inc.	0004987798
	US LEC of Pennsylvania Inc.	0004987715
	and future wholly-owned subsidiaries of US LEC Corp. • US LEC Communications Inc.	0016369100

Transferor: McLeodUSA Parent itself does not hold any domestic or international Section 214 authority.

Licensee: McLeodUSA (FRN 0003716073) is authorized to resell global services pursuant to international section 214 authorization granted in File No. ITC-214-19930827-00153 (old IB File No. ITC-93-311). In addition, McLeodUSA holds blanket domestic Section 214 authority to provide interstate services.

63.18(h) **Current Ownership of PAETEC:**

(Answer to Questions 11 and 12)

No person or entity, directly or indirectly, holds a ten percent (10%) or greater equity interest in PAETEC. PAETEC has no interlocking directorates with a foreign carrier.

Post-Merger Ownership of PAETEC:

(Answer to Questions 11 and 12)

Upon consummation of the merger, no person or entity will directly or indirectly hold a ten percent (10%) or greater equity interest in PAETEC and PAETEC will have no interlocking directorates with a foreign carrier.

63.18(i) As evidenced by PAETEC's certification provided in Attachment A, hereto, PAETEC is not, and is not affiliated with, a foreign carrier.

63.18(j) PAETEC certifies that it does not seek to provide international services to any destination country for which any of the statements set forth in Section 63.18(j)(1) through (4) is true.

63.18(k) Not applicable.

63.18(l) Not applicable.

63.18(m) Not applicable.

63.18(n) PAETEC certifies that it has not agreed to accept special concessions, as defined in Section 63.14(b) of the Commission's Rules, directly or indirectly, from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

63.18(o) PAETEC certifies that neither PAETEC nor any of its operating subsidiaries is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

McLeodUSA Parent certifies that neither McLeodUSA Parent nor any of its operating subsidiaries is subject to a denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. *See* 21 U.S.C. § 853a.

63.18(p) ***(Response to Question 20)***

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12 of the Commission's Rules, 47, C.F.R.§ 63.12, because (1) PAETEC is not affiliated with a foreign carrier on any route for which authority is sought; (2) PAETEC is not affiliated with any dominant U.S. carrier whose international switched or private line services it seeks to resell; and (3) PAETEC is not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

VI. INFORMATION REQUIRED BY SECTION 63.04

In lieu of an attachment to this Application, Applicants respectfully submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12), 47 C.F.R. § 63.04(a)(6)-(12):

(a)(6) **A description of the transaction.**

A description of the transaction is set forth in Section III, above.

(a)(7) **A description of the geographic areas and domestic services provided in each area.**

The geographic network coverage of PAETEC and McLeodUSA Parent are highly complementary. In only one state, Illinois, do Applicants have substantial overlap in terms of their respective local exchange footprint.

Transferee: PAETEC (including its Affiliates) provides resold and/or facilities-based telecommunications services in 48 states[4] and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis. Formed in 1998, PAETEC today serves more than 45,000 core business customers in major metropolitan areas in 24 states. PAETEC's local markets include Atlanta, Baltimore, Boston, Chattanooga, Charleston, Charlotte, Chicago, Fort Lauderdale, Jacksonville, Knoxville, Los Angeles/Orange County, Louisville, Memphis, Miami, Mobile, Nashville, New Jersey, New Orleans, New York City, Northern Virginia, Orlando, Philadelphia, Pittsburgh, Providence, Raleigh, Rochester, San Diego, Syracuse, Tampa, and Washington, D.C.

[4] PAETEC provides domestic services in all states except Alaska and Hawaii.

Transferor: McLeodUSA Parent owns and operates, through its operating subsidiaries, an extensive high-capacity fiber network that spans 20 Midwest, Southwest, Northwest, and Rocky Mountain states. This fiber network contains approximately 13,000 intercity route miles and approximately 4,000 metro route miles. McLeodUSA provides resold and/or facilities-based telecommunications services in 48 states and the District of Columbia pursuant to certification, registration or tariff requirements, or on a deregulated basis.

The proposed Transfer of Control will not adversely affect competition. To the contrary, as discussed in Section IV of this Application, the proposed transaction will offer business customers a compelling alternative to legacy carriers through the combined footprint of Applicants, a comprehensive suite of business services, and an extensive switching and fiber network.

(a)(8) Eligibility for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. In particular, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following consummation of the transaction: (1) Applicants and their affiliates (as defined in Section 3(1) of the Act (hereafter "Affiliates")) combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their respective Affiliates will provide competitive telephone exchange services or exchange access services only in geographic areas served by dominant local exchange carriers (none of which is a party to the transaction); and (3) neither of the Applicants nor any of their respective Affiliates is dominant with respect to any service.

(a)(9) Other FCC Applications Related to the Same Transaction

Through this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)).

In addition, Applicants will file or have filed an application with the Wireless Telecommunications Bureau seeking approval for the transfer of control of thirteen (13) local multipoint distribution service (LMDS) licenses granted by the FCC to McLeodUSA Parent.[5] Furthermore, McLeodUSA Network Services, Inc., a wholly owned subsidiary of McLeodUSA, holds a private aircraft radio license, which Applicants intend to relinquish to the FCC for cancellation.[6]

No other applications are being filed with the Commission with respect to the proposed transaction at this time.

(a)(10) Request for Special Consideration

Prompt completion of the proposed transactions is critical to ensuring that Applicants may obtain the benefits described in the foregoing Application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

(a)(11) Waiver Requests

Not applicable.

(a)(12) Statement of Public Interest

A statement showing how grant of the Application will serve the public interest, convenience, and necessity is provided in Section IV of this Application.

[5] McLeodUSA Incorporated is the licensee of the following LMDS call signs: WPOL235, WPOL236, WPOL237, WPOL238, WPOL239, WPOL240, WPOL241, WPOL242, WPOL243, WPOL244, WPOL245, WPOL246, and WPOL247.

[6] McLeodUSA Network Services, Inc. is the licensee of private aircraft radio call sign 750MC.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessary would be furthered by a grant of this Application for approval to transfer control of the domestic and international Section 214 authorizations granted to McLeodUSA, as identified herein. Applicants respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,

Brett P Ferenchak

Jean L. Kiddoo
Brett P. Ferenchak
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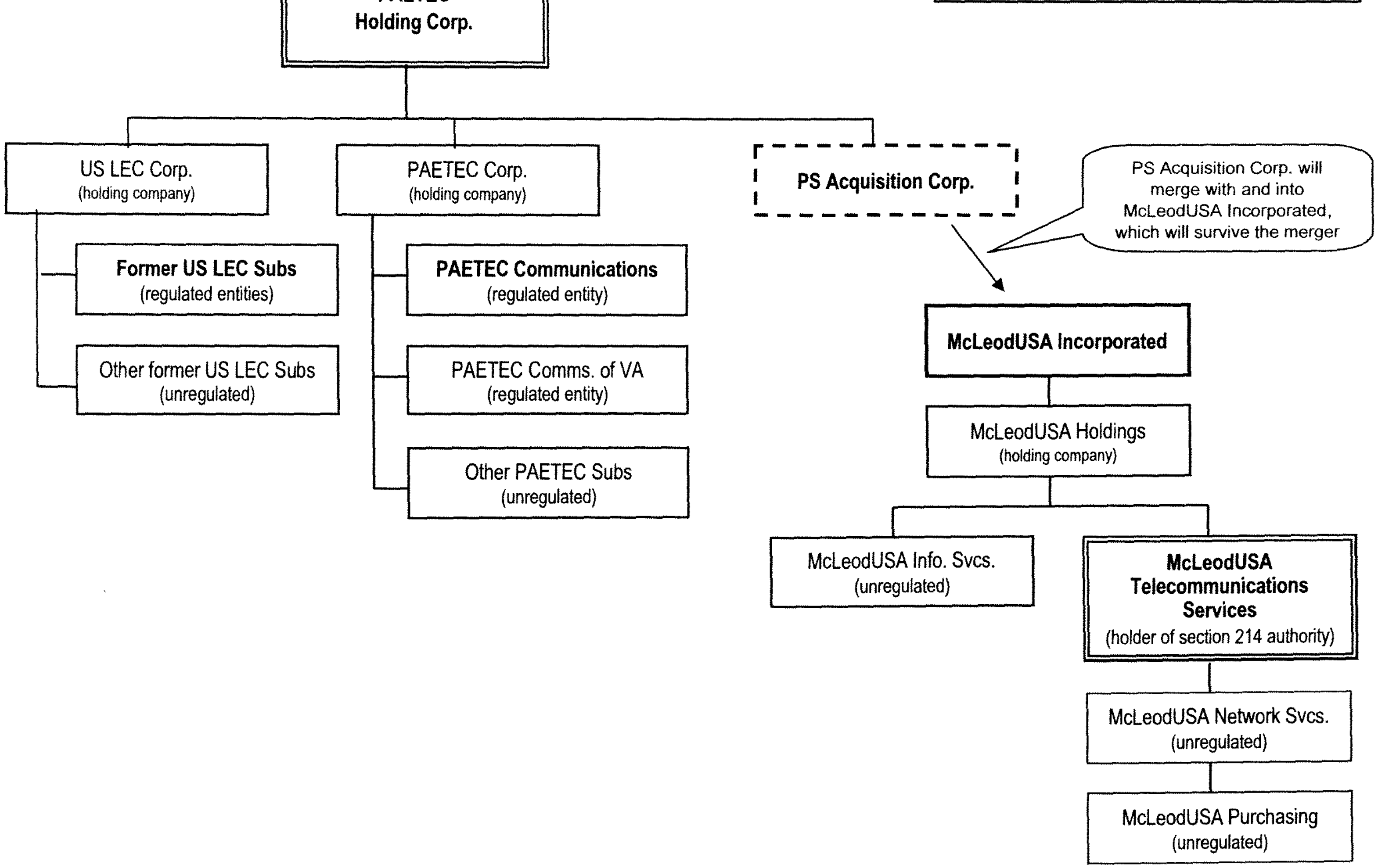
GRChiu@Venable.com

Counsel to PAETEC Holding Corp.

Dated: October 4, 2007

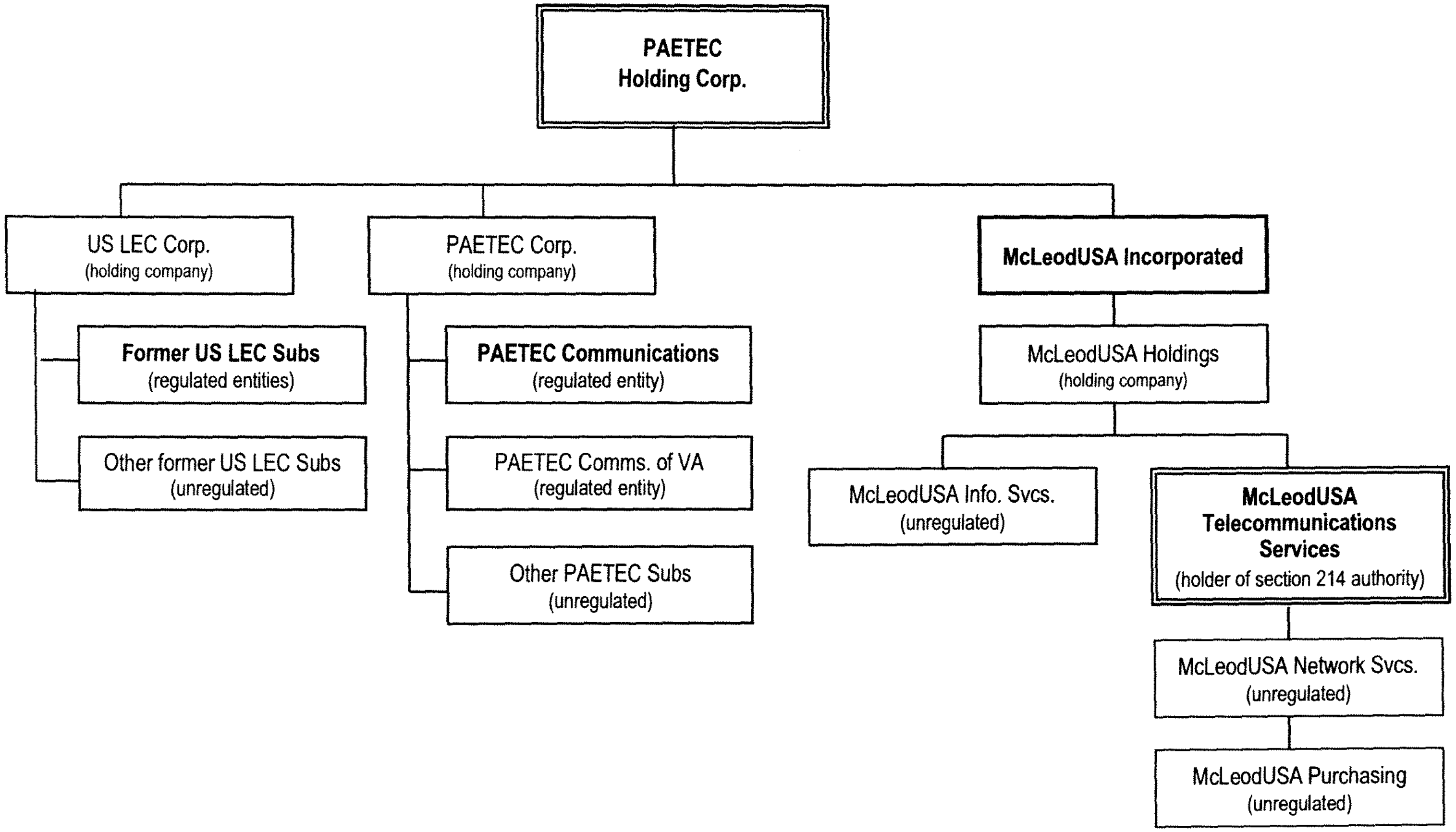
Attachment 2-a

Corporate Structure of the Parties Prior to the Merger



Attachment 2-b

Corporate Structure of the Parties Following the Merger



CERTIFICATION

I, William A. Haas, hereby certify under penalty of perjury that I am Vice President and Deputy General Counsel of McLeodUSA Incorporated, the Transferor in the foregoing application, and that I am authorized to make this certification on behalf of the Transferor. I further certify that the information in the foregoing application is true and accurate to the best of my knowledge, and that neither McLeodUSA Incorporated, McLeodUSA Telecommunications Services, Inc., nor any party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

William A. Haas
William A. Haas
Vice President and Deputy General Counsel

McLeodUSA Incorporated

Dated: October 18, 2007

<u>CERTIFICATION</u>

I, John B. Messenger, hereby certify under penalty of perjury that I am Assistant Secretary of PAETEC Holding Corp., the Transferee in the foregoing application, and that I am authorized to make this certification on behalf of the Transferee. I further certify that the information in the foregoing application is true and accurate to the best of my knowledge, and that neither PAETEC Holding Corp. nor any party to the application is subject to a denial of Federal benefits that includes FCC benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

John B. Messenger
Assistant Secretary

PAETEC Holding Corp.

Dated: October 18, 2007